

**Exhibit D**

**Budget and Staffing Plan**

**Exhibit D-1**

**Budget Plan for the Compensation Period<sup>1</sup>**

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<sup>1</sup> The total fees sought in this Application exceeded the total budgeted fees for the time period by more than 10% (fees sought in the Application are 58.4% above budgeted fees). It is worth noting that Proskauer billed \$181,316.01 over its budgeted fees, which represents a modest overage when viewed from the larger context of HTA's Title III case. Proskauer billed more time than expected due to (1) significantly increased activity at the direction of the Oversight Board, including relating to the drafting of a future proposed plan of adjustment and disclosure statement for HTA, and (2) preparing HTA's opposition to the Assured Guaranty Corporation, Assured Guaranty Municipal Corporation, and National Public Finance Guarantee Corporation's Motion [ECF No. 8536] seeking a court order protecting the movants' interests in the Debtors' certain pledged revenues, or, in the alternative, lifting the automatic stay to permit enforcement of the movants' liens. Negotiating and drafting the future proposed HTA Title III joint plan of adjustment and related legal analysis and strategy required significant efforts, which are often difficult to anticipate. Given direct client instruction and the importance of the lift stay matter to HTA's Title III Case, it was necessary and beneficial for Proskauer to bill more hours than anticipated.

Matter #	Matter Name	June		July		August		September	
		Actual Fees	Estimated Fees	Actual Fees	Estimated Fees	Actual Fees	Estimated Fees	Actual Fees	Estimated Fees
33260.0009	PROMESA TITLE III: HTA	\$ 17,103.00	\$ 14,788.20	\$ 10,035.30	\$ 10,547.78	\$ 36,567.60	\$ 37,352.56	\$ 53,879.40	\$ 40,524.00
33260.0049	HTA TITLE III – AMBAC	\$ 7,258.80	\$ 6,276.36	\$ 236.70	\$ 248.79	\$ -	\$ -	\$ 20,750.70	\$ -
33260.005	HTA TITLE III – ASSURED	\$ -	\$ -	\$ 3,550.50	\$ 3,731.82	\$ 1,974.60	\$ 2,016.99	\$ 26,645.40	\$ 2,188.24
33260.0051	HTA TITLE III – PEAJE	\$ 3,313.80	\$ 2,865.29	\$ 1,814.70	\$ 1,907.37	\$ 1,814.70	\$ 1,853.65	\$ 5,712.00	\$ 2,011.04
33260.0053	HTA TITLE III – MISCELLANEOUS	\$ 27,615.00	\$ 23,877.45	\$ 21,510.90	\$ 22,609.42	\$ 3,866.10	\$ 3,949.09	\$ 4,023.90	\$ 4,284.39
33260.0074	HTA LIEN AVOIDANCE AND SECURED STATUS COMPLAINTS	\$ 46,324.20	\$ 40,054.45	\$ 51,863.70	\$ 54,512.27	\$ 8,280.00	\$ 8,457.74	\$ 8,465.70	\$ 9,175.85
33260.0082	HTA - ASSURED MOTION TO LIFT STAY	\$ -	\$ -	\$ -	\$ -	\$ 7,977.30	\$ 8,148.54	\$ 120,953.70	\$ 8,840.40
<b>HTA TOTAL</b>		<b>\$ 101,614.80</b>	<b>\$ 87,861.75</b>	<b>\$ 89,011.80</b>	<b>\$ 93,557.45</b>	<b>\$ 60,480.30</b>	<b>\$ 61,778.57</b>	<b>\$ 240,430.80</b>	<b>\$ 67,023.91</b>
<b>ESTIMATED FEES Compensation Period (June - September 2019) TOTAL:</b>									<b>\$310,221.69</b>
<b>ACTUAL FEES Compensation Period (June - September 2019) TOTAL:</b>									<b>\$491,537.70</b>
<b>Percent Variance (Actual vs Budgeted Fees)</b>									<b>58.4% above budget</b>

**Exhibit D-2**

**Staffing Plan for the Compensation Period**

**Staffing Plan for the Compensation Period**

<b>Category of Timekeeper<sup>2</sup></b>	<b>Number of Timekeepers Expected to Work on The Matter During the Budget Period<sup>3</sup></b>	<b>Average Hourly Rate<sup>4</sup></b>
Partners	15	\$789
Senior Counsel	6	\$789
Associates	10	\$789
e-Discovery Attorneys	5	\$390
Law Clerks	6	\$270
Paraprofessionals	7	\$270
<b>Total:</b>	<b>49</b>	

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<sup>2</sup> Attorney Practice Groups: BSGR&B, Litigation, and Corporate.

<sup>3</sup> The chart reflects Proskauer's staffing plan for the designated period based on currently foreseeable activities. Actual staffing needs, including additional attorneys, may vary materially based on actual facts and circumstances arising in the designated period, including as a result of currently unanticipated disputes. The staffing plan currently includes attorneys from the Business Solutions, Governance, Restructuring & Bankruptcy Group; Litigation; and Corporate practice groups. The expertise of attorneys from other specialized areas is likely to be required during the course of these PROMESA cases.

<sup>4</sup> As detailed in the Fifth Interim Application, as of January 1, 2019, Proskauer's rates under the Engagement Letter increased from \$759 per hour for attorneys and \$260 per hour for paraprofessionals to \$789 per hour for attorneys and \$270 per hour for paraprofessionals. Additionally at that time, with the client's knowledge and permission, Proskauer created a new rate class, e-Discovery Attorney, with the rate of \$390 per hour. Rates have not increased during this Compensation Period.